

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Southern District of New York

Case number (if known): \_\_\_\_\_ Chapter 15

☐ Check if this is an amended filing**Official Form 401****Chapter 15 Petition for Recognition of a Foreign Proceeding**

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name Thomas Cook Group plc2. Debtor's unique identifier **For non-individual debtors:**☐ Federal Employer Identification Number (EIN) \_\_\_\_ - \_\_\_\_ - \_\_\_\_☒ Other 06091951. Describe identifier Co. registration number.**For individual debtors:**☐ Social Security number: xxx - xx- \_\_\_\_ - \_\_\_\_☐ Individual Taxpayer Identification number (ITIN): 9 xx - xx - \_\_\_\_ - \_\_\_\_☐ Other \_\_\_\_\_. Describe identifier \_\_\_\_\_.3. Name of foreign representative(s) Dr. Peter Fankhauser4. Foreign proceeding in which appointment of the foreign representative(s) occurred  
English Scheme of Arrangement, High Court of Justice, Business and Property Courts of England and Wales, Insolvency and Companies List (ChD)5. Nature of the foreign proceeding  
Check one:  
☐ Foreign main proceeding  
☒ Foreign nonmain proceeding (*Debtor modification*); or in the alternative foreign main proceeding  
☐ Foreign main proceeding, or in the alternative foreign nonmain proceeding6. Evidence of the foreign proceeding  
☒ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.  
☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.  
☐ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.  
\_\_\_\_\_  
\_\_\_\_\_7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?  
☐ No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)  
☒ Yes

Debtor Thomas Cook Group plc Case number (if known) \_\_\_\_\_  
Name

**8. Others entitled to notice**

Attach a list containing the names and addresses of:

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

**9. Addresses**

**Country where the debtor has the center of its main interests:**

United Kingdom

**Debtor's registered office:**

200 Aldersgate  
Number Street

P.O. Box

London EC1A 4HD

City State/Province/Region ZIP/Postal Code

United Kingdom  
Country

**Individual debtor's habitual residence:**

Number Street

P.O. Box

City State/Province/Region ZIP/Postal Code

Country

**Address of foreign representative(s):**

200 Aldersgate  
Number Street

P.O. Box

London EC1A 4HD

City State/Province/Region ZIP/Postal Code

United Kingdom  
Country

**10. Debtor's website (URL)**

https://www.thomascookgroup.com

**11. Type of debtor**

Check one:

- ☒ Non-individual (check one):
  - ☒ Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.
  - ☐ Partnership
  - ☐ Other. Specify: \_\_\_\_\_
- ☐ Individual

Debtor Thomas Cook Group plc  
Name

Case number (if known) \_\_\_\_\_

**12. Why is venue proper in this district?**

Check one:

☒ Debtor's principal place of business or principal assets in the United States are in this district.

☐ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:

☐ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:

**13. Signature of foreign representative(s)**

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

x

Signature of foreign representative

Dr. Peter Fankhauser

Printed name

Executed on

09/16/2019

MM / DD / YYYY

x

Signature of foreign representative

Printed name

Executed on

MM / DD / YYYY

**14. Signature of attorney**

x

Signature of Attorney for foreign representative

Date

09/16/2019

MM / DD / YYYY

Adam J. Goldberg

Printed name

Latham & Watkins LLP

Firm name

885 Third Avenue

Number Street

New York

City

NY

State

10022

ZIP Code

(212) 906-1828

Contact phone

adam.goldberg@lw.com

Email address

4510871

Bar number

NY

State

**Thomas Cook Group plc**  
**Chapter 15 Voluntary Petition Attachments**

Item 6. A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative.





**IN THE HIGH COURT OF JUSTICE**  
**2019-005741**

**Claim No. CR**

CR-2019-005741

**BUSINESS AND PROPERTY COURTS OF**  
**ENGLAND AND WALES**  
**COMPANIES COURT (ChD)**

**Before Mr. Justice Norris**

**Date 30 August 2019**

**IN THE MATTER OF THOMAS COOK GROUP PLC**  
**AND IN THE MATTER OF THE COMPANIES ACT 2006**

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**ORDER**

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**UPON THE APPLICATION OF** Thomas Cook Group plc (the “**Scheme Company**”) whose registered office is 200 Aldersgate, London, EC1A 4HD United Kingdom by a Part 8 Claim Form dated 28 August 2019 (the “**Claim Form**”)

**AND UPON READING** the Claim Form and the witness statements of Dr. Peter Fankhauser (a director of the Scheme Company) and Brian Carne of Global Loan Agency Services Limited (“**GLAS**”) (the “**Information Agent**”)

**AND UPON READING** the evidence including the scheme of arrangement in respect of the 2022 Notes and the 2023 Notes (the “**TCG Scheme**”) and the explanatory statement in relation thereto given pursuant to section 897 of the Companies Act 2006 (the “**Explanatory Statement**”)

**AND UPON HEARING** Tom Smith Q.C. for the Scheme Company

**AND UPON** the Court adopting in this order, save where terms are otherwise expressly defined, the abbreviations, words, definitions and phrases contained in the Explanatory Statement and the Scheme

**IT IS ORDERED AND DIRECTED THAT:**

1. The Scheme Company be at liberty to convene a meeting (the “**TCG Scheme Meeting**”), of the 2022 Noteholders and the 2023 Noteholders (the “**TCG Scheme Creditors**”) to be held at the offices of Latham & Watkins (London) LLP, 99 Bishopsgate, London EC2M 3XF (or, if such venue is not available, such other suitable venue in central London, as the directors of the Scheme Company may select) for the purpose of considering and if thought fit approving (with or without modification) the TCG Scheme proposed to be made between the Scheme Company and the TCG Scheme Creditors.
2. The TCG Scheme Meeting convened pursuant to paragraph 1 of this Order shall be held at 9:00 a.m. (London time) on 18 September 2019.
3. Copies of the document incorporating the Scheme and the Explanatory Statement, together with the notices convening the TCG Scheme Meeting (the “**Notices**”), the account holder letter (the “**Account Holder Letter**” and together with, the TCG Scheme, the Explanatory Statement and the Notices, the “**TCG Scheme Documents**”), shall be sent by e- mail to the Information Agent in its capacity as information agent for the purposes of sending such TCG Scheme Documents by electronic mail on 30 August 2019 (or as soon as reasonably practicable thereafter) to the corporate actions areas within each of Euroclear and Clearstream with an instruction that they will forward them directly to their Account Holders for further distribution to their underlying clients.
4. Copies of the TCG Scheme Documents shall also be made available to any of the TCG Scheme Creditors upon request to the Scheme Company through contacting the Information Agent (address: GLAS, 45 Ludgate Hill, London EC4M 7JU United Kingdom; telephone: +44 20 3597 2940; website: [www.glas.agency/](http://www.glas.agency/); email: [ThomasCook@glas.agency](mailto:ThomasCook@glas.agency)) and in hard copy at the offices of Latham & Watkins (London) LLP at 99 Bishopsgate, London, EC2M 3XF and when so requested shall be provided free of charge.
5. The TCG Scheme Documents shall be in the form or substantially in the form of the drafts submitted to, and initialled by, the Court (subject to completion of blanks and minor modifications as advised by solicitors and Counsel to the Scheme Company).
6. In order to vote on the TCG Scheme, the TCG Scheme Creditors shall:
  - a. block their Notes by delivery of a Custody Instruction to the relevant Clearing System by 11:59 a.m. (London time) on 17 September 2019 (which shall be the voting record time for the TCG Scheme); and
  - b. return their duly completed Account Holder Letter by email to the Information Agent at [ThomasCook@glas.agency](mailto:ThomasCook@glas.agency) as soon as possible and in any event to be received no later than 11:59 a.m. (London time) on 17 September 2019.

7. Unless the Court orders otherwise, the accidental omission to serve any TCG Scheme Creditor with notice of the TCG Scheme Meeting or the non-receipt of notice of the TCG Scheme Meeting by any TCG Scheme Creditor shall not invalidate the proceedings at the TCG Scheme Meeting.
8. Dr. Peter Fankhauser, a director of the Scheme Company, shall be appointed to act as chairman of the TCG Scheme Meeting (the “**Chairman**”) and shall report the results of the TCG Scheme Meeting to the Court.
9. The Chairman shall be at liberty to adjourn the TCG Scheme Meeting provided that, if adjourned, the TCG Scheme Meeting recommence as soon as reasonably practicable thereafter.
10. The Chairman shall be entitled to rely on the signatures on the Account Holder Letters as a warranty that the signatory has been duly authorised by the relevant TCG Scheme Creditor to sign the Account Holder Letter on behalf of the TCG Scheme Creditor.
11. The Chairman, may, for voting purposes only, reject the value attributed to a TCG Scheme Creditor’s Scheme Claim if he considers that it does not constitute a fair and reasonable assessment of the relevant sums owed to the relevant TCG Scheme Creditor under the 2022 Notes or the 2023 Notes, as applicable, or if the relevant TCG Scheme Creditor has not complied with the applicable Account Holder Letter and/or voting procedures or instructions.
12. The Chairman shall have the discretion to accept the value of the claim in respect of which a TCG Scheme Creditor seeks to vote, in whole or in part, notwithstanding failure by such TCG Scheme Creditor to comply with the requirements contained in their Account Holder Letter, if sufficient information has been provided in their Account Holder Letter, or by some other means to enable the Chairman to assess the fairness of the value of the claim in respect of which such TCG Scheme Creditor should be permitted to vote.
13. If a claim is unascertainable or disputed (in part) but the Chairman of the TCG Scheme Meeting is able to place a minimum value on that claim, the Chairman will admit the claim for voting purposes at that value.
14. The Chairman shall be permitted to accept a split vote.
15. The Chairman shall be at liberty to permit the attendance of persons who are not otherwise entitled to attend and vote at the TCG Scheme Meeting, unless an objection is taken by (or by a person appointed to vote by proxy for) a TCG Scheme Creditor entitled to attend and vote at the TCG Scheme Meeting, provided that such a person shall not be entitled to speak at the TCG Scheme Meeting without the permission of the Chairman.

16. The Chairman shall have permission to apply for such further direction in this matter as he may consider necessary or appropriate.
17. If the TCG Scheme is approved at the TCG Scheme Meeting by the required statutory majority, the Claim Form shall be restored and a further Court hearing at which the Scheme Company shall seek the sanction of the Court for the TCG Scheme shall be listed.
18. Pursuant to rules 5.4B and 5.4C(4) of the Civil Procedure Rules 1998, the witness statement of Dr. Fankhauser and its exhibits and the exhibit to the first witness statement of Brian Jonathan Carne (the "**Sealed Documents**") shall not be open to inspection on the Court file by any person without the permission of the Court (with any such application to be made on five business days' notice to the Company).
19. Pursuant to rules 5.4B and 5.4C(4) of the Civil Procedure Rules 1998, none of the Sealed Documents shall appear on any Electronic Working Case File (as defined in paragraph 2.4 of Practice Direction 51O) or on any part of the Website (as defined in paragraph 2.3(a) of Practice Direction 51O).
20. There be permission to apply.

**AND IT IS DECLARED THAT: -**

21. Dr Peter Fankhauser is the appointed foreign representative authorised in these proceedings to act as a foreign representative (the "**Foreign Representative**") in any Chapter 15 proceedings in the United States Bankruptcy Court in respect of the Scheme Company.
22. The Foreign Representative is authorised on behalf of the Scheme Company to take any and all actions to execute, deliver, certify, file, record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, or certificates, and to take any and all steps deemed by the Foreign Representative to be necessary or desirable to carry out the purpose and intent of the TCG Scheme including, for the avoidance of doubt and to the extent required, to apply to any court in the United States for the recognition of the Scheme, the enforcement of this order or the sanction order (if made) and other related relief under Chapter 15 of the US Bankruptcy Code.

**Service of the Order**

The Court sent a sealed copy of this order to:-



Solicitors for the Claimant / the Scheme Company

Latham & Watkins (London) LLP

99 Bishopsgate, London, EC2M 3XF

FAO: John Houghton and Nick Cline

Tel: (+44) 20 7710 1000

**Thomas Cook Group plc**  
**Chapter 15 Voluntary Petition Attachments**

Item 8. A list containing the names and addresses of (i) all persons or bodies authorized to administer foreign proceedings of the debtor, (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and (iii) all entities against whom provisional relief is being sought under 11 U.S.C. § 1519.

LATHAM & WATKINS LLP  
885 Third Avenue  
New York, NY 10022-4834  
Telephone: (212) 906-1200  
Facsimile: (212) 751-4864  
Adam J. Goldberg  
Shaun C. Lee

Attorneys for Dr. Peter Fankhauser  
as Petitioner and Foreign Representative

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re

Chapter 15

Thomas Cook Group plc,

Case No. [ ]-[ ] ( )

Debtor in a Foreign Proceeding

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**VERIFIED LIST PURSUANT TO RULE 1007(A)(4) OF THE FEDERAL RULES OF  
BANKRUPTCY PROCEDURE**

I, Dr. Peter Fankhauser, as the authorized foreign representative (the “Foreign Representative”) of the above-captioned debtor (the “Debtor”), which is the subject in a voluntary scheme of arrangement (the “UK Proceedings”) concerning the Debtor currently pending before the Insolvency and Companies List (ChD) of the Business and Property Courts of the High Court of Justice of England and Wales (the “English Court”), hereby submit this verified list pursuant to Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure (the “Verified List”) under penalty of perjury under the laws of the United States as follows:

**I. ADMINISTRATOR OF THE DEBTOR IN FOREIGN PROCEEDING**

1. I, Dr. Peter Fankhauser, am the authorized Foreign Representative in the UK Proceedings. I certify pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the

United States to the best of my knowledge, information, and belief, that, other than the UK Proceedings, there are no foreign proceedings pending with respect to the Debtor.

2. My address is: 200 Aldersgate, London, EC1A 4HD, United Kingdom.

## **II. LITIGATION PARTIES IN THE UNITED STATES**

3. I certify pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States to the best of my knowledge, information, and belief, that there is not litigation pending in the United States in which the Debtor is a party at the time of the filing of the Debtor's chapter 15 petition for recognition of a foreign nonmain proceeding.

## **III. ENTITIES AGAINST WHOM PROVISIONAL RELIEF IS SOUGHT PURSUANT TO 11 U.S.C. § 1519**

4. I certify pursuant to 28 U.S.C. § 1746 under penalty of perjury under the laws of the United States to the best of my knowledge, information, and belief, that provisional relief is not being sought at this time under 11 U.S.C. § 1519.

*[Remainder of Page Left Intentionally Blank]*

I, Dr. Peter Fankhauser, declare under penalty of perjury, that I have reviewed the above  
Verified List and that the information contained therein is true and correct to the best of my  
knowledge, information, and belief.

Dated: September 16, 2019



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Dr. Peter Fankhauser, Petitioner  
and Foreign Representative

**Thomas Cook Group plc**  
**Chapter 15 Voluntary Petition Attachments**

Item 11. A corporate ownership statement containing the information described in Rule 7007.1 of the Federal Rules of Bankruptcy Procedure.

LATHAM & WATKINS LLP  
885 Third Avenue  
New York, NY 10022-4834  
Telephone: (212) 906-1200  
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Adam J. Goldberg  
Shaun C. Lee

Attorneys for Dr. Peter Fankhauser  
as Petitioner and Foreign Representative

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re

Chapter 15

Thomas Cook Group plc,

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**STATEMENT OF CORPORATE OWNERSHIP**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following is a list of all corporations, other than governmental units, that directly or indirectly own 10% or more of any class of interests in the Debtor:

<b>Name</b>	<b>Percentage of Interest Held</b>
Fosun International Limited	18.6%

I, Dr. Peter Fankhauser, declare under penalty of perjury, that I have reviewed the above Statement of Corporate Ownership and that the information contained therein is true and correct to the best of my knowledge, information, and belief.

Dated: September 16, 2019



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Dr. Peter Fankhauser, Petitioner  
and Foreign Representative



**Thomas Cook Group plc**  
**Chapter 15 Voluntary Petition Attachments**

Addendum A. Statement Pursuant to 11 U.S.C. § 1515(c).

LATHAM & WATKINS LLP  
885 Third Avenue  
New York, NY 10022-4834  
Telephone: (212) 906-1200  
Facsimile: (212) 751-4864  
Adam J. Goldberg  
Shaun C. Lee

Attorneys for Dr. Peter Fankhauser  
as Petitioner and Foreign Representative

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re

Chapter 15

Thomas Cook Group plc,

Case No. [ ]-[ ] ( )

Debtor in a Foreign Proceeding

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**STATEMENT REGARDING KNOWN FOREIGN PROCEEDINGS**

I, Dr. Peter Fankhauser, pursuant to 28 U.S.C. § 1746, hereby declare under penalty of perjury under the laws of the United States as follows:

1. I am the duly appointed foreign representative (the “Foreign Representative”) of the above-captioned debtor (the “Debtor”) which is the subject in a voluntary scheme of arrangement (the “UK Proceedings”) concerning the Debtor currently pending before the Insolvency and Companies List (ChD) of the Business and Property Courts of the High Court of Justice of England and Wales (the “English Court”).

2. I respectfully submit this statement, as required under section 1515(c) of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “Bankruptcy Code”), in support of the verified chapter 15 petition filed by the Foreign Representative seeking recognition by the United States

Bankruptcy Court for the Southern District of New York of the UK Proceedings as foreign nonmain proceedings or, in the alternative, foreign main proceedings.

3. Pursuant to the requirements of section 1515(c) of the Bankruptcy Code, to the best of my knowledge, the UK Proceedings are the only insolvency proceedings of any kind pending with respect to the Debtor and thus is the only known “foreign proceeding” with respect to the Debtor, as that term is defined in section 101(23) of the Bankruptcy Code.

*[Remainder of Page Left Intentionally Blank]*

I, Dr. Peter Fankhauser, declare under penalty of perjury, that I have reviewed the above Statement Regarding Known Foreign Proceedings and that the information contained therein is true and correct to the best of my knowledge, information, and belief.

Dated: September 16, 2019



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Dr. Peter Fankhauser, Petitioner  
and Foreign Representative